

**Todd Kremin**

**From:** Henry Warner  
**Sent:** Tuesday, May 23, 2006 3:46 PM  
**To:** 'Andrew Worden'  
**Cc:** 'mcs@barronpartners.com'  
**Subject:** BIOSAFE  
**Attachments:** Retail proforma 5-23-06 1.2.xls; Catalog 1.8.pdf

Andrew and Matt:

Thank you for the opportunity to talk to some of your references. All reports were absolutely excellent.

BIOSAFE had planned to spin out its retail drug division by the end of June and has been working with others to this end. If you are interested, we would like to discuss working with your group instead.

Please review the attached financials. We are now in 14,000 stores having just added 5,000 Walgreens stores this month.

Our typical method of transfer is to license the products and existing contracts which should simplify the transaction.

We look forward to your thoughts and comments.

*Hank*

Henry A. Warner  
Chief Executive Officer  
BIOSAFE Medical Technologies, inc.  
847-234-8111

**Retail Newco**  
**Projected Income Statement**  
*INTERNAL USE ONLY - Confidential*

	2005 (as if)	2006	2007	2008	2009
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Product Revenue:					
Cholesterol Panel	\$ 277,200	\$ 450,450	\$ 1,145,375	\$ 1,617,000	\$ 1,886,500
TSH	\$ 255,906	\$ 471,192	\$ 1,218,600	\$ 1,706,040	\$ 1,827,900
PSA	\$ 357,000	\$ 541,875	\$ 1,083,750	\$ 1,785,000	\$ 1,912,500
Hemoglobin A1c	\$ 10,360	\$ 77,700	\$ 691,530	\$ 699,300	\$ 932,400
Disease Management-Pharmacy	\$ 552,300	\$ 437,238	\$ 1,288,700	\$ 1,656,900	\$ 2,761,500
Anemia Meter	\$ 4,185	\$ 209,250	\$ 781,200	\$ 837,000	\$ 627,750
Rapid Allergy	-	-	\$ 1,276,800	\$ 2,394,000	\$ 2,992,500
New Development	-	-	-	\$ 1,871,250	\$ 3,742,500
Internet	125,887	455,289	865,123	1,038,148	1,245,777
 Revenue via Acquisition					
Total Revenue	<b>1,582,838</b>	<b>6,642,994</b>	<b>13,951,078</b>	<b>21,444,638</b>	<b>28,905,327</b>
 <b>COGS-Biosafe Products</b>					
COGS via Acquisition	\$ 674,552	\$ 957,206	\$ 3,123,325	\$ 4,825,089	\$ 6,386,897
Royalty to Biosafe	\$ 126,627	\$ 2,400,000	\$ 3,360,000	\$ 4,704,000	\$ 6,585,600
Total Gross Margin	<b>781,659</b>	<b>2,754,348</b>	<b>6,351,667</b>	<b>10,199,978</b>	<b>13,620,404</b>
% of Net Revenue	49%	41%	46%	48%	47%
 <b>Selling, General and Administrative</b>					
Sales and Commissions	6%	89,935	140,368	466,460	774,752
Other Salaries	-	190,000	570,000	650,000	730,000
Rent/Utilities	-	60,000	120,000	120,000	180,000
Payroll Tax & Benefits	15,739	57,814	181,380	249,332	307,287
Professional	-	50,000	75,000	81,000	87,480
General Insurance	-	50,000	60,000	80,000	80,000
Bad Debt @	2%	31,657	132,860	279,022	428,893
Other Expenses	-	47,860	156,166	241,254	319,345
Travel & Entertainment	-	50,000	75,000	100,000	100,000
Total S,G & A	<b>137,330</b>	<b>776,903</b>	<b>1,983,028</b>	<b>2,725,231</b>	<b>3,408,147</b>
EBITDA	<b>644,329</b>	<b>1,975,445</b>	<b>4,368,639</b>	<b>7,474,747</b>	<b>10,212,257</b>
% of Revenue	41%	30%	31%	35%	35%
 Depreciation and Amortization					
EBIT		220,000	265,000	315,000	370,000
% of Revenue					
Interest Income	12,000	-	58,510	24,091	59,891
Interest	-	-	-	-	-
 <b>Pre Tax Profit (Loss)</b>					
Income Taxes	246,123	658,292	1,560,806	2,693,939	3,713,305
Net Income	<b>410,206</b>	<b>1,097,153</b>	<b>2,601,343</b>	<b>4,489,898</b>	<b>6,188,842</b>
% of Revenue	26%	17%	19%	21%	21%

		Newco Retail Projected Balance Sheet				
		INTERNAL USE ONLY				
		Annual 2005	Annual 2006	Annual 2007	Annual 2008	Annual 2009
<b>Assets</b>						
Cash		2,925,481	1,204,528	2,994,561	6,657,224	
Accounts Receivable (net of allowance)		948,999	1,993,011	3,063,520	4,129,332	
Inventories		100,000	200,000	250,000	2,400,000	
Prepaid Expenses		10,000	10,000	10,000	10,000	
Refundable Deposits						
Total Current Assets		0	3,984,481	3,407,539	6,318,081	13,196,556
Property, Equip & Cap Devl Costs, net		0	80,000	80,000	95,000	120,000
Goodwill						
Product Licenses		4,000,000	4,000,000	4,000,000	4,000,000	
<b>Total Assets</b>		0	4,860,000	5,560,000	6,280,000	6,960,000
<b>Liabilities</b>						
A/P Trade						
Payroll and Payroll Taxes		137,327	349,043	514,686	669,319	
Compliance Accrual		100,000	140,000	150,000	160,000	
Notes Payable - Current		30,000	60,000	90,000	120,000	
Total Current Liabilities		0	267,327	549,043	754,686	949,319
Other Long Term Liabilities						
Notes Payable - Long Term			0	(2,700,000)	(3,750,000)	(2,550,000)
<b>Total Liabilities</b>		0	267,327	(2,150,957)	(2,995,314)	(1,600,681)
<b>Shareholders Equity</b>						
Common Stock		0	11,500,000	11,500,000	11,500,000	11,500,000
Beg Retained Earnings		0	0	1,097,153	3,698,496	8,188,395
Current Period Income(Loss)			1,097,153	2,601,343	4,489,898	6,188,842
Ending Retained Earnings		0	1,097,153	3,698,496	8,188,395	14,377,237
<b>Total Stockholders Equity</b>		0	12,597,153	15,198,496	19,688,395	25,877,237
<b>Total Liabilities and Stockholders Equity</b>		0	12,864,481	13,047,539	16,693,081	24,276,556

**Newco Retail  
Projected Statement of Cash Flow** INTERNAL USE ONLY Confidential

**Beg. Cash and Reserve for Future Development**

	Annual 2005	Annual 2006	Annual 2007	Annual 2008	Annual 2009
<b>Net income (loss)</b>	<b>0</b>	<b>2,925,481</b>	<b>1,204,528</b>	<b>2,994,561</b>	
Change in working capital (less cash):					
Current assets					
Current liabilities					
Depreciation/Amortization					
Net PPE decrease (increase) including capitalized R & D	1,097,153	2,601,343	4,489,898	6,188,842	
Goodwill purchase	0	(1,058,999)	(1,144,012)	(1,120,509)	(3,215,813)
Issue of Note Payable for License	0	267,327	281,716	205,644	194,633
Repayment of Note Payable					
Increase other long term liability					
Issuance of common stock, net of fees					
<b>Ending Cash and Reserve for Future Development</b>	<b>0</b>	<b>11,500,000</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>-</b>	<b>2,925,481</b>	<b>1,204,528</b>	<b>2,994,561</b>	<b>6,657,224</b>

**Projected Long Term Asset/Liability Work Schedule**

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	Annual 2005	Annual 2006	Annual 2007	Annual 2008	Annual 2009
Fixed Assets					
Beginning Balance	0	0	80,000	80,000	95,000
Depreciation/Amort.		(20,000)	(25,000)	(35,000)	(50,000)
Purchases/Cap R&D		100,000	25,000	50,000	75,000
<b>Ending Balance</b>	<b>0</b>	<b>80,000</b>	<b>80,000</b>	<b>95,000</b>	<b>120,000</b>

	License	Beg. Balance	Amortization	New licenses	<b>Ending Balance</b>
Amort years	25	0	(200,000)	5,000,000	4,800,000

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	Annual 2005	Annual 2006	Annual 2007	Annual 2008	Annual 2009
Beginning Shares Issued/Outstanding					
Shares Issued During Period - #					
<b>Ending Share Count</b>	<b>0</b>	<b>12,166,666</b>	<b>12,166,666</b>	<b>12,166,666</b>	<b>12,166,666</b>

	Beginning \$ Value at Issued Price	Shares Issued During Period - \$	Shares Issued During Period - #	Ending Share Count
Beginning \$ Value at Issued Price				
Shares Issued During Period - \$				
2,500,000 @ \$ 1.00	2,500,000	12,166,666	12,166,666	12,166,666
5,000,000 @ \$ 1.00	5,000,000			
1,500,000 @ \$ -	-			
500,000 @ \$ 1.00	-			
2,666,666 @ \$ 1.50	4,000,000			

	Ending \$ Value at Issued Price
	12,000,000

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<b>Stores</b>	3,900	5,800	5,100	1,200	1,900	2,500	
<b>Kits per Store/year</b>	6	4	5	5	25	6	
<b>Unit Price</b>				25,500	6,000	47,500	15,000
<b>Revenue</b>	\$ 19.25	\$ 20.31	\$ 21.25	\$ 12.95	\$ 9.21	\$ 13.95	
<b>COGS</b>	\$ 450,450	\$ 471,192	\$ 541,875	\$ 77,700	\$ 437,238	\$ 209,250	\$ 2,187,705
<b>2007</b>							
<b>Stores</b>	8,500	10,000	8,500	8,900	3,500	14,000	8,000
<b>Kits per Store/year</b>	7	6	6	6	40	4	8
<b>Unit Price</b>				51,000	53,400	140,000	56,000
<b>Revenue</b>	\$ 19.25	\$ 20.31	\$ 21.25	\$ 12.95	\$ 9.21	\$ 13.95	\$ 19.95
<b>COGS</b>	\$ 1,145,375	\$ 1,218,600	\$ 1,083,750	\$ 691,530	\$ 1,288,700	\$ 781,200	\$ 1,276,800
<b>2008</b>							
<b>Stores</b>	12,000	14,000	9,000	4,500	15,000	15,000	7,500
<b>Kits per Store/year</b>	7	6	6	40	4	8	10
<b>Unit Price</b>				84,000	54,000	180,000	60,000
<b>Revenue</b>	\$ 19.25	\$ 20.31	\$ 21.25	\$ 12.95	\$ 9.21	\$ 13.95	\$ 19.95
<b>COGS</b>	\$ 1,617,000	\$ 1,706,040	\$ 1,785,000	\$ 699,300	\$ 1,656,900	\$ 837,000	\$ 2,394,000
<b>2009</b>							

	Stores Kits per Store/year	14,000 7	15,000 6	15,000 6	12,000 30	10,000 30	15,000 10	15,000 10
Unit Price		98,000	90,000	90,000	72,000	300,000	45,000	150,000
Revenue	\$ 1,886,500	\$ 1,827,900	\$ 1,912,500	\$ 932,400	\$ 2,761,500	\$ 627,750	\$ 2,992,500	\$ 3,742,500
COGS	\$ 670,516	\$ 727,403	\$ 679,635	\$ 407,088	\$ 1,584,000	\$ 123,750	\$ 1,120,350	\$ 825,000
								\$ 6,137,742

Cholesterol Panel      TSH      PSA      Hemoglobin A1c      Disease Management      Anemia      Rapid Allergy Development



**Newco Retail  
Employee Listing**

<b>Position</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>
President		200,000	200,000	200,000
Chief Accountant		75,000	75,000	75,000
VP Sales		135,000	135,000	135,000
Brand Manager(2)		80,000	80,000	160,000
Sales Assistant		45,000	45,000	45,000
Admin		35,000	35,000	35,000
<b>Total</b>	-	<b>570,000</b>	<b>570,000</b>	<b>650,000</b>

**2009**

200,000

75,000

135,000

240,000

45,000

35,000

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730,000



**CATALOG  
OF  
DIAGNOSTIC PRODUCTS**

2006  
APRIL  
BIOSAFE Medical Technologies, Inc  
100 Field Drive, Suite 240  
Lake Forest, Illinois 60045  
847-234-8111

## BIOSAFE Medical Technologies

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## BIOSAFE CHOLESTEROL PANEL

Disease Category: Coronary Heart Disease  
 Disease State: Cholesterol Management  
 Product: BIOSAFE Cholesterol Panel  
     Including Total Cholesterol, HDL, LDL and Triglycerides  
     a.k.a. BIOSAFE Lipid Panel

**Product Description:**

The micro sample blood test is a self-contained collection kit FDA approved for patient self-collection or professional use. The test reports all four lipid fractions: total cholesterol, HDL cholesterol, LDL cholesterol, and triglycerides. BIOSAFE has obtained certification from the National Cholesterol Education Program (NCEP) by conducting comparisons of results obtained at BIOSAFE Laboratories with those obtained at a CDC Cholesterol Reference Method Laboratory Network (CRMLN).

**Packaging:**

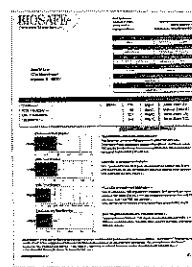
Professional Use



Retail (Consumer)



**Report Format:**



**Markets:**

- Large Pharma – in support of marketing and drug persistency programs
- Disease Management – in support of coronary heart disease and high cholesterol patients
- Retail Drug – Retail Product; Customer screening programs
- Clinical Trial & Research

**Selected Customers by Category:**

- Pharmaceutical Companies: Merck, AstraZeneca, Bristol Meyers, Bayer, Johnson & Johnson
- Disease Management & Pharmacy Benefit Managers: Caremark, Matria, CCS, Focused Healthcare Solutions, CorSolutions, Shipps
- Retail Drug: Albertsons, Safeway, Osco, Kroger (Ralph's)
- Clinical Trial & Research: University of Michigan, Research Triangle Institute, Stanford

## BIOSAFE THYROID TEST (TSH)

Disease Category: Thyroid Disease  
 Disease State: Hypothyroidism, Hyperthyroidism, Disease Detection and Management  
 Product: BIOSAFE Thyroid Disease – A measure of TSH  
 a.k.a. BIOSAFE TSH Test



**Product Description:**

The micro sample blood test is a self-contained collection kit FDA approved for patient self-collection or professional use. The test reports TSH levels as measured in the patient's blood. Report of results are presented in a user-friendly format easy to read and self explanatory for the consumer. Packaging is available for both the physician and the consumer. Test is used to monitor, detect, and aid in the diagnosis of Thyroid disease. Test is appropriate for both hypothyroidism and hyperthyroidism.

**Packaging:**

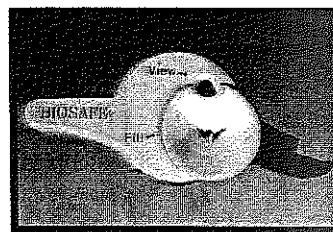
Retail (Consumer)



Retail (Counter Display)



**BIOSAFE Blood Transport System (BTS)**



**Markets:**

- Large Pharma – in support of marketing and drug persistency programs
- Disease Management – in support of thyroid disease and weight management
- Retail Drug – Retail Product; Customer screening programs
- Clinical Trial & Research

**Selected Customers by Category:**

- Pharmaceutical Companies: King Pharmaceuticals (Maker of Levoxal®)
- Retail Drug: Albertsons, Safeway, Osco, Kroger (Ralph's), CVS

## BIOSAFE PROSTATE TEST (PSA)

Disease Category: Men's Health – Diagnosis and Disease Management

Disease State: Prostate Disease

Product: BIOSAFE Prostate Test

a.k.a. BIOSAFE PSA



### **Product Description:**

The micro sample blood test is a self-contained collection kit approved for patient self-collection or professional use. The consumer or physician collects 3 drops of blood from the patient and mails the blood sample to BIOSAFE's laboratory for analysis. BIOSAFE Laboratories produces a consumer friendly report. The user receives quantitative results from the test. No longer will it be necessary to go to a doctor's office or a laboratory to draw blood and then wait a period of time for the results. From a few drops of blood obtained from a finger nick, a quantitative PSA determination, with clinical accuracy, is obtained. The BIOSAFE Prostate Test is appropriate for male consumers who suffer the symptoms of prostate disease, including difficulty in urination, frequent or urgent need to urinate and painful urination or who have a history of prostate disease. The test instructions direct the user to take the results from the test to his physician for consultation.

### **Packaging:**

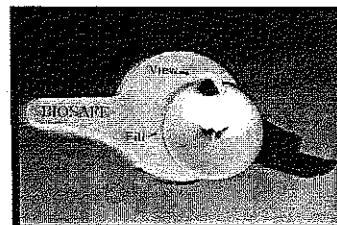
Professional Use



Retail (Consumer)



BIOSAFE Blood  
Transportation System



### Markets:

- Large Pharma – in support of marketing and drug persistency programs
- Disease Management – in support of prostate disease screening programs and prostate disease management
- Retail Drug – Retail Product; Customer screening programs
- Clinical Trial & Research

### Selected Customers by Category:

- Disease Management & Pharmacy Benefit Managers: Caremark, Matria, CCS, Focused Healthcare Solutions, CorSolutions, Shipps
- Retail Drug: Albertsons, Safeway, Osco, Kroger (Ralph's), CVS

## BIOSAFE ALLERGY SCREEN (Lab-based IgE Test)

Disease Category: General Allergies  
 Disease State: Indoor Allergies, Outdoor Allergies, Allergic Asthma  
 Product: BIOSAFE Allergy Test - a general allergy screen using a sample collection kit and lab processing and reporting a.k.a. BIOSAFE IgE Test – Lab based

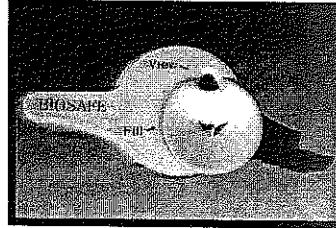
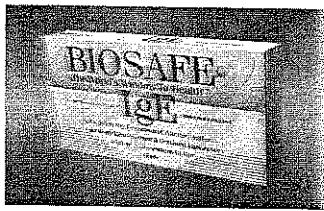
**Product Description:**

The micro sample blood test is a self-contained collection kit FDA approved for patient self-collection or professional use. The test reports serum IgE levels as measured in the patient's blood. Report of results are presented in a user-friendly format easy to read and is self explanatory for the consumer. Packaging is available for both the physician and the consumer. This test is used to monitor, detect, aid in the diagnosis of allergies. Test is appropriate for indoor, outdoor, food and animal allergies.

**Packaging**

Professional Use

**Samples Collection Device**  
 BIOSAFE Blood Transportation System  
 (BIOSAFE BTS)



**Markets**

Allergy is the world's leading disease and as a result, markets for allergy testing are enormous. More people suffer from allergies than from any other single illness. World health authorities estimate that one in five persons is affected by allergies. According to recent studies, 142 million people in the US suffer from Upper Respiratory Distress and Sinusitis – that is approximately  $\frac{1}{2}$  of the US population. The product provides many benefits to both the physician and the patient, including, in office or home use, clinical accuracy, no unnecessary testing, convenience, and perhaps best of all, no pain and lower cost.

**Facts About Allergies and the Allergy Market:**

- 50 million people have Allergic Rhinitis<sup>(1)</sup>
- 50 million people have non-Allergic Rhinitis<sup>(1)</sup>
- 42 million people have Sinusitis<sup>(1)</sup>, of which 33 million suffer Chronic Sinusitis<sup>(5)</sup>
- Chronic Allergies limit the activity of 40% of children in the US<sup>(5)</sup>
- Seasonal Allergies cost payors \$ 4.5 billion annually in medical care<sup>(5)</sup>
- Allergies are the leading cause of loss of employee productivity on the job<sup>(4)</sup>
- Allergies are responsible for 3.5 million lost US workdays each year<sup>(5)</sup>
- Allergy sufferers account for more than 8.4 million physician visits per year<sup>(5)</sup>

References

- (1) Source: Dialogues in redefining Rhinitis, Vol. No. 1 & 4, Office of Continuing Medical Education, UCLA School of Medicine
- (2) Kalamazoo, Mich.; Pharmacia & Upjohn; 1999, Publication 99050.
- (3) Steinbach s, et al. Diagnostic assessment and resource utilization in patients prescribed non-sedating antihistamines. March 2001, Philadelphia, Pa.
- (4) Burton and Conti. Disease Management. Vol. 1, November 1998
- (5) Asthma and Allergy Foundation of America

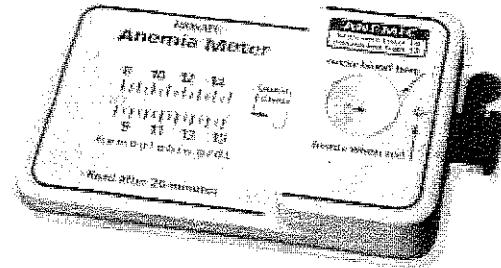
## BIOSAFE ANEMIA Meter™

### Rapid Anemia Test

Disease Category: Anemia  
 Disease State: Chronic Kidney Disease, HIV, Oncology, Diabetes, Anemia  
 Product: **BIOSAFE Anemia Meter™** Rapid Anemia Test

**Product Description:**

Low cost, single use, disposable unit is for consumer and professional use. Designed and developed by BIOSAFE's research and development team to measure hemoglobin levels, this FDA approved and CLIA waived device provides a result in 20 minutes that is both easy to understand and as accurate as a standard laboratory analysis. The consumer friendly design of this product makes it especially easy to use for the first time user.



Packaging:

Professional Use

Retail (Consumer)



Markets:

- Large Pharma – in support of marketing and drug persistency programs
- Retail Drug – Retail Product; Customer screening programs
- Web-based Retail – on-line retail drug stores
- Foreign Market – as an instant test, no local lab is required
- Clinical Trial & Research

Selected Customers:

- Retail Drug: CVS, Walgreens, Safeway, Kroger (Ralph's)
- Web-based Retail: Amazon
- Medical Supply & Wholesale Distributors: Kinray, McKesson
- Foreign Markets: Greece (VI Pharma); Italy

**Competitive Advantages:**

BIOSAFE Anemia Meter™ Rapid Anemia Test:

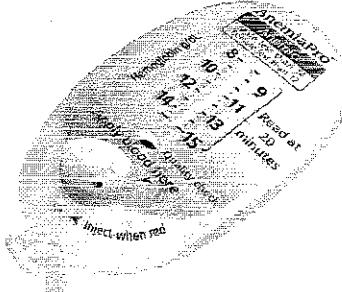
- FDA approved; CLIA waived
- No equipment to buy
- Results in 20 minutes
- Single-Use, Rapid Response Anemia Device
- As accurate as a laboratory test
- A quick and convenient way for physicians to test patients in the office

**BIOSAFE AnemiaPro™**

## Rapid Anemia Test

Disease Category: Anemia

Disease State: Chronic Kidney Disease, HIV, Oncology, Diabetes, Anemia

Product: **BIOSAFE AnemiaPro™** Rapid Anemia Test**Product Description:**

Low cost, single use, disposable unit is for consumer and professional use. Designed and developed by BIOSAFE's research and development team to measure hemoglobin levels, this FDA approved and CLIA waived device provides a result in 20 minutes that is both easy to understand and as accurate as a standard laboratory analysis. The product is available free of charge to chronic kidney disease, HIV, oncology and diabetes patients through Johnson and Johnson's OrthoBiotech Group in support of Procrit®.

**Promotions:**

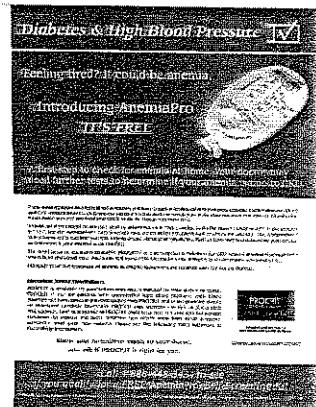
- Primary Care Physicians
- Magazines
- Television
- Website: [www.anemipro.com](http://www.anemipro.com)

**Examples of Promotions:**

Television: Spokes Person  
Alonzo Mourning



Print Advertising  
Family Circle Magazine

**Competitive Advantages:**

BIOSAFE AnemiaPro™ Rapid Anemia Test:

- FDA approved; CLIA waived
- No equipment to buy
- Results in 20 minutes
- Single-Use, Rapid Response Anemia Device
- As accurate as a laboratory test
- A quick and convenient way for physicians to test patients in the office